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November 14, 2003

Ms. Marlene Dortch
Secretary
Federal Communications Commission
445 12th Street, SW, Room TWB-204
Washington, DC 20554

Re: Notice of Oral Ex Parte Communications, In the Matter of Review of the Section 251 Unbundling Obligations of Incumbent Local Exchange Carriers, CC Docket Nos. 01-338, 96-98 and 98-147

Dear Ms. Dortch:

Yesterday, Bob Quinn and the undersigned met with Michelle Carey, Tom Navin, Brent Olson, Pam Arluk, and Marcus Maher of the Commission's Wireline Competition Bureau for the purpose of discussing AT&T's opposition to the Petition for Reconsideration and/or Clarification filed by BellSouth in the above-referenced proceeding. All comments made at the meeting were consistent with the attached materials.

At the meeting, Staff requested more information on the joint BellSouth-SBC-Verizon FTTP RFP. On May 29, 2003, the three jointly announced the adoption of a common set of technical requirements for FTTP or fiber-based, next-generation broadband networking technology. A joint request for proposals for equipment to support the FTTP plan was issued on June 19, 2003. Speed and video are the key end-user value propositions for the RBOC FTTP plan as the specification calls for 622 Mbps delivered over one wavelength to 32 households to be used for internet access, data transport and emerging IP-based applications. The plan also calls for 870 MHz of analog bandwidth to support the equivalent of 135 channels of TV programming. The system would be capable of individualized video on demand or the equivalent of network-based TiVo functionality.

The RFP calls for a network that is based on passive optical networking (PON), or more specifically, the G.983 PON standard adopted by the ITU in 1999. The G.983 standard is based on ATM transport between the central office (where there is an optical line terminal or OLT) and the customer premises (where there is a optional network terminal or ONT). A single OLT can be split to 32 individual users so maximum bandwidth per subscriber decreases as more users are added to the network. Additional information on the plan is available in the attached joint news release. AT&T pointed out all the ways that the BOC FTTP RFP plans and specifications differ from BellSouth's current FTTC build-out. BellSouth's FTTC deployment is simply an overlay of the copper network with fiber deeper into the neighborhood, it relies on the use of the legacy copper network for transport into the customer premises and it currently delivers only standard DSL and voice products.

In accordance with Commission rules, I am filing one electronic copy of this notice and request that you place it in the record of the above-referenced proceedings.

Sincerely,

Joan Marsh

cc: Pam Arluk
Michelle Carey
Marcus Maher
Tom Navin
Brent Olson

FTTP AND FTTC ARE NOT SERVICE EQUIVALENTS

NOT EQUIVALENT IN SCOPE

FTTP: As of early 2003, about 50 FTTH developments or trials were underway, with most being conducted by CLECs, Munis and small ICOs. North America accounted for roughly 50,000 FTTH subscribers with RBOCs serving ONLY 0.6% of that subscriber base.

FTTC: BellSouth has already deployed fiber deep into its network, and it alone currently has fiber to the curb passing approximately 1 Million homes. It now seeks to avoid all its UNE-L/UNE-P unbundling obligations for those 1 M (and growing) homes without even providing them with a true voice/data/video FTTC product.

NOT EQUIVALENT IN SPEED

FTTP: The FTTP specification incorporated into the 05/03 BST/SBC/VZ joint RFP calls for 622 Mbps delivered over one wavelength to 32 households and 870 Mhz of analog bandwidth for support up to 135 channels of TV programming.

FTTC: According to BST's ex parte, FTTC has service capabilities of around 100 Mbps. While this would support some level of video programming, BST is currently NOT offering video service to its FTTC homes passed. Nor will it offer broad fiber-based video offerings in the future as it just announced a long-term video partnership with DirecTV.

NOT EQUIVALENT IN DEPLOYMENT ARCHITECTURE

FTTP: FTTP, a solution pursued largely in greenfield/new builds, refers to bringing an optical fiber directly into the end-user's premises. Approx. 70% of the 1.8 million new housing units built each year are "greenfield" developments, or 1.26 million units. These are the most likely candidates for true FTTP services.

FTTC: FTTC may mean one of many things, including fiber to a pedestal, fiber to a cabinet, or fiber to an equipment vault -- all of which mean a fiber overbuild of already established/brownfield neighborhoods with fiber terminating hundreds of yards from the premises. This type of broad network overbuild is already underway in all the RBOC territories and has been being pursued in BST territory since 1999.

BellSouth needs no further alleged regulatory incentives to deploy FTTC – it has been doing so since 1999

BellSouth to Deploy Innovative New Fiber Technology for Delivering Advanced Broadband Services to the Home

Exclusive Agreement with Marconi Communications Enhances Commitment to High-Speed, Fiber-Based Network Facilities

For Immediate Release:

December 15, 1999

ATLANTA -- BellSouth today announced an agreement with Marconi plc, to deploy Marconi's advanced optical fiber interface equipment to deliver ATM (asynchronous transfer mode) based broadband services throughout its nine-state region. The equipment will be deployed in new housing developments and to enhance existing fiber-to-the-curb (FTTC) systems, enabling them to provide high-speed Internet access and entertainment services.

Under terms of the agreement, BellSouth will deploy Marconi's next-generation, "deep fiber" technology into its fiber optic distribution network. The Marconi equipment will allow the delivery of ATM-based broadband services to within 500 feet of the customer. ATM technology is a packet-switched technology using ATM switches and fiber optics to simultaneously transport voice, data, imaging and video data. According to Marconi, this deployment represents the largest commitment to date from a U.S. carrier to drive high-speed, fiber optic-based technology deep into its network.

"BellSouth has been in the forefront of fiber optic distribution since its decision in 1995 to deploy fiber to the curb technology as first choice in residential new construction," said Mike Parton, Marconi Communications chief executive officer. "There is no question that with this deployment, by the end of 2000, BellSouth will have the largest installed base in North America of broadband network equipment delivering voice, video and high-speed Internet connectivity deep into its network." "This agreement with Marconi builds on our mutual success deploying integrated fiber during 1999 and will accelerate delivery of fiber optic-based services, including high-speed Internet access and entertainment services, to our customers," said Dr. David Kettler, BellSouth Vice President - Science and Technology. "Not only will this new equipment allow us to meet our customers' demand for today's latest technology, it's another step in building an infrastructure that will accommodate future demands that haven't yet been formulated."

Fiber has been BellSouth's technology of choice for serving new housing developments since 1995. Currently, 95 percent of BellSouth customers in the company's top 30 markets and 85 percent of all customers are within 12,000 feet of fiber. Nearly 500,000 homes are now served by BellSouth fiber-to-the-curb systems. Of these, some 200,000 will have access to high-speed Internet and entertainment services provided by an integrated fiber in the loop architecture, which BellSouth began deploying in Atlanta and South Florida during 1999. Integrated fiber enables BellSouth to deliver ADSL (asymmetrical digital subscriber line) with Internet access speeds up to 1.5 Mbps (Megabits per second), 30 times faster than today's fastest

dial-up modems. Integrated fiber also enables BellSouth to deliver 70 channels of analog TV and 160 channels of digital entertainment in Atlanta and South Florida. BellSouth also markets wireless entertainment and cable TV services in Atlanta, Birmingham, Charleston, Daytona, Jacksonville, New Orleans and Orlando. Programming is provided by *americast*®, a BellSouth partnership with Ameritech, GTE, Southern New England Telephone and the Walt Disney Company.
Marconi plc is one of the world's fastest growing communications and IT companies with a strong record of innovation and technological breakthroughs. It is a world leader in smart broadband optical networks and it supplies the key technologies for the New Public Network and the Internet. With 45,000 employees worldwide and sales in over 100 countries, it is headquartered in London and listed in the FTSE index.

BellSouth (NYSE: BLS) is a $25 billion communications services company. It provides telecommunications, wireless communications, cable and digital TV, directory advertising and publishing, and Internet and data services to nearly 36 million customers in 20 countries worldwide. In the U. S., BellSouth provides telecommunications services in nine Southeastern states, including Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina and Tennessee. With its headquarters in Atlanta, BellSouth serves more than 24 million local telephone lines and provides local exchange and intraLATA long distance service over one of the most modern telecommunications networks in the world.

BST has no intention of using its FTTC fiber
to provide a full voice/data/video product --
it instead is partnering with DIRECTV

BellSouth® and DIRECTV® announce agreement to sell digital satellite television service as part of BellSouth Answers(sm) bundle

For Immediate Release:
August 27, 2003

Atlanta, GA and El Segundo, CA -- Making BellSouth Answers the most comprehensive bundle of services available in the marketplace, BellSouth and DIRECTV, Inc., announced today a strategic marketing alliance to offer BellSouth customers in residential homes, DIRECTV digital satellite television service in early 2004.

Today, BellSouth customers can make one call to order and receive one bill for all their communication services through BellSouth:

High-speed DSL or dial-up Internet service;
Local and long distance service with an array of calling features;
Wireless; and
Voicemail and e-mail services.

Starting early next year, BellSouth residential customers will be able to bundle DIRECTV with their other communications services at packaged, discounted savings each month. Through this agreement, the companies will deliver unsurpassed value, quality and convenience to their customers.

DIRECTV and BellSouth also announced immediate plans to begin exploring the integration of digital satellite and DSL technology, including options for enhanced networking solutions over the BellSouth fiber network.

"Combining BellSouth's comprehensive voice and data communications services, with DIRECTV's industry-leading video offerings, provides our customers with another compelling one-stop shop solution," said Duane Ackerman, BellSouth's Chairman and Chief Executive Officer.

"This alliance is an important extension of our distribution," said Eddy Hartenstein, Chairman and Chief Executive Officer, DIRECTV, Inc. "DIRECTV sees this strategic relationship as an important first step in the evolution of telecommunications and entertainment that will put us in a leading position against our competitors in this rapidly changing marketplace."

"**We are not talking about a short term fix**," said Bill Smith, BellSouth's Chief Product Development and Technology Officer. "**We are looking to a long-term business relationship with DIRECTV.**"

BellSouth, SBC Communications and Verizon Adopt Common Technical Requirements For Fiber to The Premises, Will Seek Equipment Proposals For Potential Network Deployment

Anticipated FCC Broadband Ruling Next Major Step on Path to New Networks with Nearly Limitless Bandwidth for Internet, Voice and Innovative Video Applications

For Immediate Release:

May 29, 2003

(ATLANTA, SAN ANTONIO, Tex, and NEW YORK) - Three of the nation's largest telecommunications service providers -- BellSouth (NYSE:BLS), SBC Communications Inc. (NYSE:SBC) and Verizon (NYSE:VZ) -- have adopted a set of common technical requirements based on established industry standards and specifications for a technology known as fiber to the premises (FTTP). These advanced fiber-optic systems can be used to connect homes and businesses to telecom networks.

Today's announcement is a major step in paving the way for deployment of next-generation broadband networks that offer nearly limitless bandwidth for home and business Internet, voice and innovative new video services. FTTP, whether to the curb or to the building, will provide an ideal platform to support a number of emerging and evolving applications, such as interactive gaming, photo sharing, PC backup and telecommuting, along with video conferencing, premises surveillance, and other novel video services, which could be delivered on demand and in high definition.

The use of common technical requirements, based on existing technical standards, will enable equipment manufacturers to more cost-effectively develop and build FTTP equipment for BellSouth, SBC Communications, Verizon, and other service providers. Today's announcement positions the industry for economic deployment of fiber optics much closer to homes and businesses, enabling these communications customers to see faster rollout of powerful broadband services. In addition, the new technology will offer enhanced overall network reliability and service quality.

The three service providers today issued a letter to telecom equipment manufacturers, alerting them that the providers will soon be seeking proposals for equipment based on the common requirements. BellSouth, SBC, and Verizon will independently finalize their FTTP deployment plans for 2004 and beyond, based on the evaluation of these proposals, ongoing internal studies, and on the resolution of related regulatory issues.

Upcoming rulings from the FCC could settle some of the uncertainty regarding new technologies such as FTTP and clear the path for companies to deploy new and powerful networks. For example, the FCC is expected to soon issue its final order under its Triennial Review of network interconnection regulations. That ruling, the first of several anticipated, is expected to include provisions that more clearly set forth the FCC's policy regarding new network technologies like FTTP, including the extent to which unbundling and pricing regulations such as those imposed on traditional copper technologies will apply on a nationwide basis. The FCC also has additional proceedings under way to address other potential regulatory hurdles to deployment of these new technologies.

FTTP will enable service providers to deliver nearly unlimited bandwidth and a full range of applications directly to residential and business customers. FTTP can accommodate next-generation applications such as ultra high-speed Internet access and networking, multiple voice lines and innovative, even high-definition video applications.

"Fiber to the premises could be the most fundamental and important enhancement in telecom communications services since wireless networks were built," said Matt Davis, director of Broadband Access Technologies at the Yankee Group. "With these common technology requirements, and the expected resulting manufacturing economies, widespread FTTP deployment has the potential to spur new telecom investment, stimulate competition across the spectrum of communications and entertainment services, and enable innovative, bandwidth-hungry applications for consumers."

"BellSouth has always been a leader in the deployment of fiber deep within its network, resulting in almost one million households passed by the end of 2003," said Bill Smith, chief product development and technology officer, BellSouth. "This new platform, along with favorable regulatory actions, could allow BellSouth to offer additional advantages to our customers, and we plan to work quickly to select and deploy products that will ensure the most cost-effective network design."

"This development could set the foundation for the network of the next century, coupled with the core high-speed voice and data networks in place today. Given a supportive regulatory environment, we can begin to build a network that will profoundly change the way Americans communicate," said Ross Ireland, chief technology officer, SBC Communications.

"As we deploy it, fiber to the premises will be a watershed advancement for Verizon and our consumer and business customers," said Mark A. Wegleitner, Verizon's chief technology officer. "This technology is not only capable of providing the services we are familiar with today, but it also opens the door for communications, information and entertainment services previously unimagined."

About BellSouth:
BellSouth Corporation is a Fortune 100 communications services company headquartered in Atlanta, Georgia, serving more than 44

million customers in the United States and 14 other countries.

Consistently recognized for customer satisfaction, BellSouth companies provide a full array of broadband data solutions to large, medium and small businesses. In the residential market, BellSouth offers DSL high-speed Internet access, advanced voice features and other services. BellSouth also offers long distance service throughout its markets, serving both business and residential customers. The company's BellSouth AnswersSM package combines local and long distance service with an array of calling features; wireless data, voice and e-mail services; and high-speed DSL or dial-up Internet service. BellSouth also provides online and directory advertising services through BellSouth® RealPages.comSM and The Real Yellow Pages®.

BellSouth owns 40 percent of Cingular Wireless, the nation's second largest wireless company, which provides innovative data and voice services.

About SBC:
SBC Communications Inc. (www.sbc.com) is one of the world's leading data, voice and Internet services providers. Through its world-class networks, SBC companies provide a full range of voice, data, networking and e-business services, as well as directory advertising and publishing. A Fortune 30 company, SBC is America's leading provider of high-speed DSL Internet Access services and one of the nation's leading Internet Service Providers. SBC companies currently serve 57 million access lines nationwide. In addition, SBC companies own 60 percent of America's second-largest wireless company, Cingular Wireless, which serves 22 million wireless customers. Internationally, SBC companies have telecommunications investments in 22 countries.

About Verizon:
A Fortune 10 company, Verizon Communications (NYSE:VZ) is one of the world's leading providers of communications services. Verizon companies are the largest providers of wireline and wireless communications in the United States, with 136.6 million access line equivalents and 33.3 million Verizon Wireless customers. Verizon is the third-largest long-distance service provider for U.S. consumers, with 13.2 million long-distance lines, and the company is also the largest directory publisher in the world, as measured by directory titles and circulation. With approximately $67 billion in annual revenues and 227,000 employees, Verizon's global presence extends to the Americas, Europe, Asia and the Pacific. For more information on Verizon, visit http://www.verizon.com.
VERIZON'S ONLINE NEWS CENTER: Verizon news releases, executive speeches and biographies, media contacts and other information are available at Verizon's News Center on the World Wide Web at http://www.verizon.com/news. To receive news releases by e-mail, visit the News Center and register for customized automatic delivery of Verizon news releases.

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A list of BellSouth Media Relations Contacts **is available in the** Corporate Information Center**.**